

**RECORDED AT THE REQUEST
OF AND WHEN RECORDED
RETURN TO:**

Panattoni Law Firm
6055 Primacy Parkway, Suite 150
Memphis, TN 38119

MEMORANDUM OF LEASE

This Memorandum of Lease ("Memorandum"), dated as of February 15, 2008, is entered into by and between **SOUTHAVEN DISTRIBUTION CENTER 1, LLC**, a Mississippi limited liability company, assignee from Panattoni Investments, LLC, a California limited liability company, and Carmel River, LLC, a Delaware limited liability company ("Landlord") and **PROLIANCE INTERNATIONAL, INC.**, a Delaware corporation ("Tenant").

- 1 The Landlord is the landlord under that certain Lease Agreement dated as of February 15, 2008 (the "Lease") with Tenant as tenant for a portion of the building located on the real property described on Exhibit A attached hereto.
- 2 Tenant entered into that certain Lease with Landlord.
- 3 Subject to any possible delays in the Commencement Date set forth in Section 2.02 of the Lease and Paragraph 1(b) of the Rider attached thereto, the lease term is from May 15, 2008 to April 30, 2013, unless renewed pursuant to the terms of said Lease.
- 4 This Memorandum is solely for recording purposes and shall not be construed to supplement, amend, or otherwise modify the terms and conditions contained in the Lease.
- 5 This Memorandum and the Lease shall bind and inure to the benefit of the parties and their respective heirs, successors, and assigns, subject, however, to the provisions of the Lease on Assignment.
- 6 This Memorandum and the Lease are governed by Mississippi law.

7 A copy of the Lease is on file in the offices of Landlord at:

c/o PDC Properties, Inc.
8395 Jackson Road, Suite F
Sacramento, CA 95826

and at the offices of Tenant at:

100 Gando Drive
New Haven, CT 06513

Signatures are on the next page.

SIGNATURE PAGE
to Memorandum of Lease

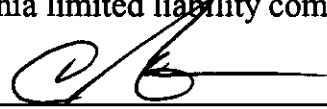
IN WITNESS WHEREOF, the parties have executed this Memorandum as of the date set forth above.

[ALL SIGNATURES MUST BE NOTARIZED]

"LANDLORD"

SOUTHAVEN DISTRIBUTION CENTER 1, LLC,
a Mississippi limited liability company

By: Panattoni Investments, LLC,
a California limited liability company

By: 
Carl D. Panattoni, Trustee of the Panattoni
Living Trust dated April 8, 1998
Managing Member

"TENANT"

PROLIANCE INTERNATIONAL, INC.,
a Delaware corporation

By: _____

Title: _____

**SIGNATURE PAGE
to Memorandum of Lease**

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"LANDLORD"

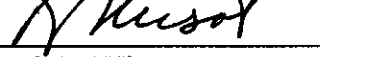
SOUTHAVEN DISTRIBUTION CENTER 1, LLC,
a Mississippi limited liability company

By: Panattoni Investments, LLC,
a California limited liability company

By: _____
Carl D. Panattoni, Trustee of the Panattoni
Living Trust dated April 8, 1998
Managing Member

"TENANT"

PROLIANCE INTERNATIONAL, INC.,
a Delaware corporation

By: _____
Richard A. Wisot

Title: Vice President

ACKNOWLEDGMENT

STATE OF California)
COUNTY OF Sacramento)

On 3-18-2008, before me, Katina K Woodbury, Notary Public, personally appeared Carl D. Panattoni, who proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Katina K Woodbury (SEAL)
Notary Public Signature



ACKNOWLEDGMENT

STATE OF CONNECTICUTCOUNTY OF NEW HAVEN

This day personally appeared before me, the undersigned authority in and for the State and County aforesaid, the within named Tenant, who represented himself as signing in his capacity as Vice President of Proliance International, Inc., a Delaware corporation, who acknowledged that he signed and delivered the foregoing instrument, on behalf of said company, after having been authorized so to do, on the day and year therein mentioned.

Given under my hand and official seal this 17th day of MARCH, 2008.



Karen A. McNulty
NOTARY PUBLIC

Print Name: KAREN A. MCNULTY

My Commission expires: NOV. 30, 2012

**Exhibit A to
Memorandum of Lease**

LEGAL DESCRIPTION OF PROPERTY

PROPERTY DESCRIPTION

BEING LOT 1 OF THE SOUTHAVEN DISTRIBUTION CENTER SUBDIVISION AS RECORDED IN PLAT BOOK 95, PAGE 37 AT THE DESOTO COUNTY CHANCERY COURT CLERKS OFFICE, LYING IN THE SOUTHWEST QUARTER OF SECTION 18, TOWNSHIP 1 SOUTH, RANGE 7 WEST, SOUTHAVEN, DESOTO COUNTY, MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EAST LINE OF AIRWAYS BOULEVARD 115.64 FEET NORTH OF THE TANGENT INTERSECTION OF THE EAST LINE OF SAID AIRWAYS BOULEVARD AND THE NORTH LINE OF STATELINE ROAD, THENCE N0D46°53"E ALONG THE EAST LINE OF SAID AIRWAYS BOULEVARD A DISTANCE OF 824.36 FEET TO A FOUND PIPE AT THE SOUTHWEST CORNER OF THE MERCER PROPERTY AS RECORDED IN DEED BOOK 39, PAGE 368 AT SAID CHANCERY CLERKS OFFICE; THENCE S88D20°42"E ALONG THE SOUTH LINE OF THE SAID MERCER PROPERTY A DISTANCE OF 464.94 FEET TO A FOUND PIPE AT THE SOUTHEAST CORNER OF THE SAID MERCER PROPERTY; THENCE N02D14°47"E ALONG THE EAST LINE OF THE SAID MERCER PROPERTY A DISTANCE OF 170.13 FEET TO A POINT ON THE SOUTH LINE OF THE WILLIAM H. THOMAS, JR. PROPERTY AS RECORDED IN INSTRUMENT NO. 05071347 AT THE SHELBY COUNTY REGISTER'S OFFICE, SAID POINT ALSO LIES ON THE STATELINE BETWEEN THE STATE OF TENNESSEE AND THE STATE OF MISSISSIPPI; THENCE S87D28°25"E ALONG SAID SOUTH LINE AND ALONG SAID STATELINE A DISTANCE OF 794.03 FEET TO A POINT; THENCE CONTINUING ALONG SAID STATELINE S87°22'07"E A DISTANCE OF 845.56 FEET TO THE NORTHWEST CORNER OF LOT 2 SOUTHAVEN DISTRIBUTION CENTER SUBDIVISION; THENCE S02°32'15"W ALONG THE WEST LINE OF SAID LOT 2 A DISTANCE OF 1,101.58 FEET TO THE SOUTHWEST CORNER OF SAID LOT 2 AND THE NORTH LINE OF STATELINE ROAD; THENCE N87°29'29"W ALONG SAID NORTH LINE A DISTANCE OF 242.32 FEET TO A POINT OF CURVATURE; THENCE ALONG A CURVE TO THE LEFT, HAVING A RADIUS OF 5,053.00 FEET AN ARC DISTANCE OF 98.56 FEET (CHORD N88°03'00"W - 98.56') TO A POINT OF TANGENCY; THENCE N88°36'32"W A DISTANCE OF 338.00 FEET TO A POINT OF CURVATURE; THENCE ALONG A CURVE TO THE RIGHT, HAVING A RADIUS OF 4,947.00 FEET, AN ARC DISTANCE OF 74.59 FEET (CHORD N88°10'37"W - 74.59') TO A POINT OF TANGENCY; THENCE N87°44'42"W A DISTANCE OF 845.53 FEET TO A POINT; THENCE N87D35°16"W A DISTANCE OF 300.57 FEET TO A POINT; THENCE N83D04°08"W A DISTANCE OF 57.03 FEET TO A POINT; THENCE N89D17°57"W A DISTANCE OF 3.84 FEET TO A POINT OF CURVATURE; THENCE ALONG A CURVE TO THE RIGHT, HAVING A RADIUS OF 238.00 FEET, AN ARC DISTANCE OF 76.55 FEET (CHORD N80D05°05"W - 76.22') TO A POINT OF COMPOUND CURVATURE; THENCE CONTINUING WITH A CURVE TO THE RIGHT, HAVING A RADIUS OF 43.00 FEET, AN ARC DISTANCE OF 12.49 FEET (CHORD N62D32°51"W - 12.45') TO A POINT; THENCE N38D01°54"W A DISTANCE OF 23.98 FEET TO A POINT OF CURVATURE; THENCE WITH A CURVE TO THE RIGHT, HAVING A RADIUS OF 43.00 FEET, AN ARC DISTANCE OF 3.15 FEET (CHORD N19D44°27"W - 3.15') TO A POINT OF COMPOUND CURVATURE; THENCE CONTINUING WITH A CURVE TO THE RIGHT, HAVING A RADIUS OF 238.00 FEET, AN ARC DISTANCE OF 76.51 FEET (CHORD N08D25°59"W - 76.18') TO THE POINT OF BEGINNING.

CONTAINING 2,241,407 SQUARE FEET OR 51.456 ACRES WITHIN THESE BOUNDS.